

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

**SUPPLEMENTAL DECLARATION OF ROGER FRANKEL UNDER
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF APPLICATION
FOR AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
ORRICK, HERRINGTON & SUTCLIFFE LLP AS BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN AS FUTURE CLAIMANTS' REPRESENTATIVE**

I, ROGER FRANKEL, state:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), and maintain an office for the practice of law at The Washington Harbour, 3050 K Street, N.W., Washington, D.C. 20007. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and am authorized to execute this Supplemental Declaration on behalf of Orrick. Orrick is bankruptcy counsel to David T. Austern, the Future Claimants' Representative appointed by the Court in the above-captioned cases, pursuant to an Order entered on May 8, 2006, which authorizes Orrick's employment effective as of February 6, 2006.

2. On March 9, 2006, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules") in support of the Application of the FCR seeking the entry of an Order authorizing the retention and employment of Orrick as his bankruptcy counsel.

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business, which have been reviewed by me and/or by other partners or employees of Orrick at

my direction, or upon information known by other partners or employees of Orrick and conveyed to me.

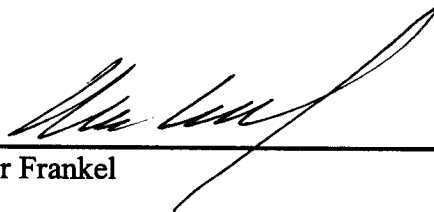
4. It is my understanding that, in connection with these cases, Goodwin Procter, LLP represents State Street Bank & Trust Co., which has been employed by the Debtors as its Investment Manager and Fiduciary of the Grace Stock within the Grace Savings & Investment Plan. Goodwin Procter, LLP also has appeared *pro hac vice* in these proceedings as counsel to CNA Financial Corporation and its subsidiaries.

5. Orrick has been asked to represent Goodwin Procter, LLP in certain ERISA and California law fiduciary matters which are unrelated to the Debtors or to Orrick's representation of the Future Claimants Representative in these Chapter 11 proceedings

6. Orrick will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any such fact or relationship is discovered, Orrick will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

* * * * *

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.



Roger Frankel

Executed on July 31, 2006

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on August 1, 2006, I caused the *Supplemental Declaration of Roger Frankel Under Fed. R. Bankr. P. 2014 and 5002 in Support of Application for an Order Authorizing Retention and Employment of Orrick, Herrington & Sutcliffe LLP as Bankruptcy Counsel to David T. Austern as Future Claimants' Representative*, to be served upon those parties as shown on the attached Service List.



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